

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

Ref. Docket Nos. 17, 84, 136, 235, 522, 542

NOTICE OF FILING OF REVISED PROPOSED SALE ORDER

PLEASE TAKE NOTICE that on November 9, 2020, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed *Debtors’ Motion for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors’ Assets, (B) Approving the Debtors’ Entry into the Stalking Horse Purchase Agreement, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, and (E) Scheduling a Hearing to Consider the Proposed Sale; (II)(A) Approving the Sale of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 17] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that on December 22, 2020, the Debtors filed a proposed form of order granting the Motion with respect to the sale of the Debtors’ assets [Docket

¹ The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at www.donlinrecano.com/yfhc. The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

No. 542] (the “**Proposed Sale Order**”).²

PLEASE TAKE FURTHER NOTICE that the Debtors have revised the Proposed Sale Order (the “**Revised Proposed Sale Order**”) to address issues raised at the hearing (the “**Sale Hearing**”) commenced on December 23, 2020. A copy of the Revised Proposed Sale Order is attached hereto as **Exhibit A**. For the convenience of the Court and parties in interest, a blackline comparing the Revised Proposed Sale Order to the Proposed Sale Order without exhibits is attached hereto as **Exhibit B**. In addition, new Exhibits C and D have been added to the Revised Proposed Sale Order, which are not reflected in the blackline. The prior Exhibits A, B, C, D, and E have been relabeled accordingly, but are otherwise unchanged from the Proposed Sale Order.

PLEASE TAKE FURTHER NOTICE that the Debtors intend to seek entry of the Revised Proposed Sale Order, in substantially the form attached hereto as **Exhibit A**, at the continued Sale Hearing on December 28, 2020 at 12:30 p.m. (prevailing Eastern Time) before the Honorable Mary F. Walrath, at the Court, 824 Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801. The Debtors reserve the right to revise the Revised Proposed Sale Order at or prior to the Sale Hearing.

[Signature on next page]

² Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Bidding Procedures Order.

Dated: December 27, 2020

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 661-7000
Facsimile (302) 661-7360
Email: melorod@gtlaw.com

- and -

Nancy A. Peterman (admitted *pro hac vice*)
Eric Howe (admitted *pro hac vice*)
Nicholas E. Ballen (admitted *pro hac vice*)
77 West Wacker Dr., Suite 3100
Chicago, Illinois 60601
Telephone: (312) 456-8400
Facsimile: (312) 456-8435
Email: petermann@gtlaw.com
howee@gtlaw.com
ballenn@gtlaw.com

Counsel for the Debtors and Debtors in Possession